

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**DAKOTA IMAGING, INC.,**

**Plaintiff,**

**V.**

**SANDEEP GOEL and  
PRADEEP GOEL,**

**Defendants/Counterclaim-  
Plaintiffs,**

**V.**

**DAKOTA IMAGING, INC.,  
ENVOY CORPORATION, and  
WEB MD CORPORATION,**

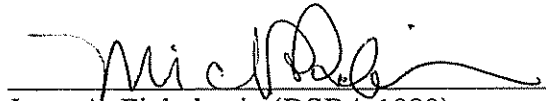
### Counterclaim-Defendants

**Civil Action No. 1:05-CV-296 (SLR)**

## JURY TRIAL DEMANDED

**PLAINTIFF/COUNTERCLAIM-DEFENDANT DAKOTA IMAGING, INC.'S MOTION  
FOR PARTIAL DISMISSAL OF DEFENDANTS/COUNTERCLAIM-PLAINTIFFS'  
COUNTERCLAIMS AGAINST IT**

Plaintiff/Counterclaim-Defendant Dakota Imaging, Inc. moves to dismiss those portions of the Counterclaims against it in the above-captioned action related to an “earnout” provision in the Merger Agreement (as defined in the accompanying Memorandum in Support) for failure to state a claim for which relief may be granted pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure. The grounds for this Motion are fully stated in the accompanying Memorandum in Support.



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Dated: June 7, 2005

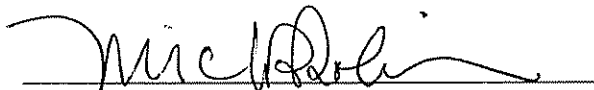
**CERTIFICATE OF SERVICE**

I hereby certify that on June 7, 2005, I electronically filed the foregoing document with the Clerk of Court using CM/ECF which will send notification of such filing(s) and Hand Delivered copies of the foregoing document to the following:

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I further hereby certify that on June 7, 2005, I have mailed by Federal Express, the document(s) to the following non-registered participants:

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